

BONE CARE INTERNATIONAL INC

Form S-3MEF

May 12, 2004

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As filed with the Securities and Exchange Commission on May 12, 2004.

Registration No. 333-_____

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM S-3

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

BONE CARE INTERNATIONAL, INC.

(Exact name of Registrant as specified in its charter)

Wisconsin

(State or other jurisdiction of
incorporation or organization)

39-1527471

(I.R.S. employer
identification number)

**1600 Aspen Commons
Middleton, Wisconsin 53562
(608) 662-7800**

(Address, including zip code, and telephone number, including area code,
of Registrant's principal executive offices)

**Brian J. Hayden
Vice President Finance
Bone Care International, Inc.
1600 Aspen Commons
Middleton, Wisconsin 53562
(608) 662-7800**

(Name and address including zip code, and telephone
number, including area code, of agent for service)

Copies to:

**Steven Sutherland, Esq.
Sidley Austin Brown & Wood LLP
Bank One Plaza
10 South Dearborn Street
Chicago, Illinois 60603
(312) 853-7000**

**Morton A. Pierce, Esq.
Dewey Ballantine LLP
1301 Avenue of the Americas
New York, New York 10019
(212) 259-8000**

Approximate date of commencement of proposed sale to the public: From time to time after this registration statement becomes effective.

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If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-113763

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If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o _____

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. o

CALCULATION OF REGISTRATION FEE

| Title of each class of securities to be registered | Amount to be registered | Proposed maximum offering price per share(1) | Proposed maximum aggregate offering price(1) | Amount of registration fee |
|---|--|---|---|---|
| Common Stock, no par value (2) | 290,000 | \$ 21.75 | \$6,307,500 | \$ 800 |
| Rights | 290,000 | N/A(2) | N/A(2) | N/A(2) |

(1) For the purpose of calculating the amount of the registration fee in accordance with Rule 457 under the Securities Act of 1933, as amended based on the actual offering price to the public of \$21.75.

(2) Includes 290,000 associated preferred stock purchase rights (Rights) to purchase 1/200 of a share of Series A Junior Participating Preferred Stock, par value \$.001 per share. Rights initially are attached to and trade with the Common Stock of the registrant. The value attributable to such Rights, if any, is reflected in the market price for the Common Stock.

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Opinion of Michael Best & Freidrich LLP

Consent of Deloitte & Touche LLP

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EXPLANATORY STATEMENT

This registration statement on Form S-3 is being filed pursuant to Rule 462(b) and General Instruction IV to Form S-3, both promulgated under the Securities Act of 1933, as amended, to register an additional 290,000 shares of common stock of Bone Care International, Inc. The contents of the registration statement on Form S-3 (Registration No. 333-113763), including the exhibits thereto, which registration statement was previously filed with the Securities and Exchange Commission and declared effective on May 12, 2004, are incorporated by reference into this registration statement.

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Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Middleton, State of Wisconsin, on May 12, 2004.

BONE CARE INTERNATIONAL, INC.

By: /s/ Paul L. Berns
 Paul L. Berns
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Name | Title | Date |
|--------------------------------------|--|--------------|
| /s/ Paul L. Berns | President, Chief Executive Officer and Director (Principal Executive Officer) | May 12, 2004 |
| Paul L. Berns /s/ Brian J. Hayden | Vice President Finance (Principal Financial and Accounting Officer) | May 12, 2004 |
| Brian J. Hayden * | Director | May 12, 2004 |
| Herbert J. Conrad * | Director | May 12, 2004 |
| Michael D. Casey * | Director | May 12, 2004 |
| Charles R. Klimkowski * | Director | May 12, 2004 |
| Richard B. Mazess, Ph.D. * | Director | May 12, 2004 |
| Gary E. Nei * | Director | May 12, 2004 |
| Edward Staiano, Ph.D. * | Director | May 12, 2004 |
| Klaus Veitinger, M.D., Ph.D. | | |

* By /s/ Brian J. Hayden

Brian J. Hayden
Attorney-in-Fact

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EXHIBIT INDEX

**Exhibit
Number**

| | |
|------|--|
| 5.1 | Opinion of Michael Best & Friedrich LLP. |
| 23.1 | Consent of Deloitte & Touche LLP. |
| 23.2 | Consent of Michael Best & Friedrich LLP (included in Exhibit 5.1). |